

SEP 30 2011 -2 55 PM

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20036

SURFACE TRANSPORTATION BOARD

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September 30, 2011

Ms Cynthia T Brown  
Chief of the Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S W  
Washington, D C. 20423

Dear Ms Brown

Enclosed for recordation pursuant to the provisions of 49 U S C Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of September 30, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents

The names and addresses of the parties to the enclosed document are

Lessor	Trinity Industries Leasing Company 2525 Stemmons Freeway Dallas, TX 75207
[Lessee	International Chemical Company 2628-48 N Mascher St Philadelphia, PA 19133]

Ms Cynthia T Brown  
September 30, 2011  
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A description of the railroad equipment covered by the enclosed document  
is

50 tank railcars TILX 136120 – TILX 136169

A short summary of the document to appear in the index is

Memorandum of Lease Agreement

Also enclosed is a check in the amount of \$41 00 payable to the order of  
the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the  
undersigned

Very truly yours,

  
✓ Edward M Luria

EML/bhs  
Enclosures

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**MEMORANDUM OF LEASE AGREEMENT****SURFACE TRANSPORTATION BOARD**

Memorandum of Lease Agreement dated as of September 30, 2011 by Trinity Industries Leasing Company, a Delaware corporation (the "**Lessor**").

**WITNESSETH:**


Lessor and International Chemical Company, an Oklahoma corporation (the "**Lessee**") are parties to that certain Railroad Car Lease Agreement (the "**Lease Agreement**"), dated April 10, 2003, whereby Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from Lessor certain railroad cars as listed on each Rider incorporated therein.

Lessor and Lessee have executed Rider Five (5) to Railroad Car Lease Agreement, effective May 12, 2011 whereby Lessor has agreed to lease to Lessee and the Lessee has agreed to lease from Lessor certain railroad cars bearing road numbers as listed on Exhibit A hereto.

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

**TRINITY INDUSTRIES LEASING  
COMPANY**

By:  \_\_\_\_\_

Name: Eric Marchetto

Title: Vice President

Executed on this 29<sup>th</sup> day of September, 2011

[Memorandum of Lease Agreement]

STATE OF TEXAS       )  
                                  ) SS:  
COUNTY OF DALLAS    )

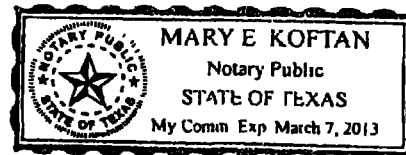
On this, the 29<sup>th</sup> day of September 2011, before a Notary Public in and for said County and State, personally appeared Eric Marchetto, who being by me duly sworn, says that he is the Vice President of Trinity Industries Leasing Company, that said instrument was signed on September 29, 2011 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Mary E. Koftan

Name:  
Notary Public

My Commission Expires March 7, 2013  
Residing in Tarrant County



**EXHIBIT A**

<b>Equipment:</b>	13,818 nominal gallon capacity, DOT 111A100W1 insulated and exterior coiled tank cars
<b>Quantity:</b>	Fifty (50)
<b>Road Numbers:</b>	See attached

**Road Numbers**

TILX 136120  
TILX 136121  
TILX 136122  
TILX 136123  
TILX 136124  
TILX 136125  
TILX 136126  
TILX 136127  
TILX 136128  
TILX 136129  
TILX 136130  
TILX 136131  
TILX 136132  
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TILX 136147  
TILX 136148  
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TILX 136156  
TILX 136157  
TILX 136158  
TILX 136159

[Memorandum of Lease Agreement]

TILX 136160

TILX 136161

TILX 136162

TILX 136163

TILX 136164

TILX 136165

TILX 136166

TILX 136167

TILX 136168

TILX 136169



CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated

9/30/11

Edward M Luria

Edward M Luria